

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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(248) 740-6602
Direct Fax: (248) 740-6613
E-Mail: MSclawy@hopsut.com

RECORDATION NO.

8222-B
FILED

APR 22 '99

3-30PM

April 20, 1999

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Release of a Conditional Sale Agreement ("CSA"), dated as of March 16, 1999, and executed by The Mercantile-Safe Deposit and Trust Company.

The CSA is dated as of February 5, 1976. The units covered by the CSA are various units of railroad rolling stock, more particularly identified on Schedule A, attached to this letter.

The CSA was recorded with the ICC on February 25, 1976 and assigned recordation number 8222.

The parties to the CSA are:

Vendor: Mercantile-Safe Deposit and Trust Company

Vendee: Canadian National Railway Company

Enclosed is our check in the amount of \$26.

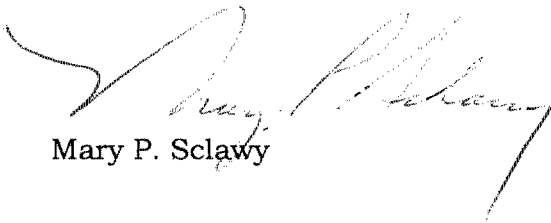
Barbara L. McQuinn

Secretary
April 20, 1999
Page 2

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1240

Sincerely,



Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference 2038-02

SCHEDULE A—SPECIFICATIONS OF THE EQUIPMENT

Builder	Type	Builder's Specification (Contract Number)	Quantity	Railroad's Road Numbers
Hawker Siddeley Canada, Ltd.	100-ton 52'6" Gondola Cars. AAR Class GB	CN Specification F-60-10 dated Oct., 1972 and Addendum No. 1 dated April, 1974; General Arrangement Drawing No. 9H-37831-B; and CN Speci- fication SS-1974.	400	CN136600 through CN136999, inclusive;
			66	CN137850 through CN137915, inclusive;
			33	CN137916 through CN137948, inclusive.
Hawker Siddeley Canada, Ltd.	70-ton 52'8" Bulk- head Flat Cars. AAR Class FB	CN Specification F-40-12 dated Nov., 1972; General Arrangement Drawing No. 9H-37846-B; CN Specification SS-1974.	206	CN603032 through CN603036, inclusive; CN603084, CN603107, CN603111, CN603117, CN603121, CN603122, CN603124, CN603128 and CN603132 through CN603324, inclusive.
			240 [Double Hitch]	CN682299 through CN682538, inclusive;
			60 [Triple Hitch]	CN682940 through CN682999, inclusive.
Marine Industries Ltd.	70-ton 89'4" Piggy Back Flat Cars. AAR Class FC	CN Specification F-50-13 dated Oct. 1972 and Addendum No. 2 dated April 1974; General Arrangement Drawing No. 8H-39200-A; and CN Specifications SS-1974.	350	CN879250 through CN879599, inclusive;
			150	CN879600 through CN879749, inclusive.
National Steel Car Corp., Ltd.	70-ton Wood- chip Gondola Cars. AAR Class LP	CN Specification F-160-5 dated May, 1974; General Arrangement Drawing No. 9H-39374-A; and CN Specification SS-1974.		

SCHEDULE A—SPECIFICATIONS OF THE EQUIPMENT—(Cont'd)

<u>Builder</u>	<u>Type</u>	<u>Builder's Specification (Contract Number)</u>	<u>Quantity</u>	<u>Railroad's Road Numbers</u>
National Steel Car Corp., Ltd.	100-ton, 2,300 cubic feet capacity, steel cylindrical Ore Hopper Cars. AAR Class HDR	CN Specification F-70-27 dated March 1974; General Arrangement Drawing No. 9H-39332-A; and CN Specification SS-1974.	147	CN346554 through CN346700, inclusive.
National Steel Car Corp., Ltd.	100-ton 62'6" Flat Cars. AAR Class FM	CN Specification F-40-11 dated March, 1973 and Addendum No. 1 dated Oct., 1973; General Arrangement Drawing No. 9H-39201-A; and CN Specification SS-1966.	100 25	CN667411 through CN667510, inclusive; CN667925 through CN667949, inclusive.
National Steel Car Corp., Ltd.	100-ton, 3,800 cubic feet capacity, steel- covered Hopper Cars. AAR Class LO	CN Specification F-70-18 dated May, 1973; General Arrangement Drawing No. 9H-39127-A; CN Specification SS-1974; and Equipped with 15 p.s.i. pressure system in accordance with CN Drawing 9H-39368-A and Project No. 7410-1.	100	CN375126 through CN375225, inclusive.

RELEASE dated as of March 16, 1999.

APR 22 '99

3-30PM

WHEREAS, Mercantile-Safe Deposit and Trust Company as vendor (the "Trustee") and **Canadian National Railway Company** as vendee (the "Railroad") entered into a Conditional Sale Agreement dated as of February 5, 1976 (the "CSA") covering the units of railroad rolling stock more particularly described in Schedule A hereto (the "Equipment");

AND WHEREAS, the Railroad has fully discharged and satisfied all of its obligations under the CSA (including the full repayment of all amounts of principal and interest under the 9.75% Conditional Sales Indebtedness [as defined in the CSA] due January 1, 1991).

NOW THEREFORE, for the sum of One Dollar (\$1.00) and other good and valuable consideration, the Trustee does hereby release, in favor of the Railroad, all its right, title and interest in the Equipment.

IN WITNESS WHEREOF, the Trustee has caused this Release to be executed for the public record, by its officer thereunto duly authorized, as of the day and year first above written.

**MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,**
as trustee

By: Constance S. Phelps
Its: Vice president

Note: On February 25, 1976 at 8:40 A.M., the CSA was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to Section 20c of the Interstate Commerce Act (now 49 U.S.C. S11301) and assigned primary recordation number 8222.

CN File Reference: 2038-02

STATE OF MARYLAND

)

In the matter of a Release

) ss:

dated as of March 16, 1999

CITY OF BALTIMORE

)

On this 1st day of April, 1999, before me personally appeared Constance S. Philpot, to me personally known, who, being by me duly sworn, says that he / she is vice president of Mercantile-Safe Deposit and Trust Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marian H. Allen

Notary Public

My commission expires:

11/1/2002

[Notarial Seal]

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